Opko Health, Inc.
Form 4
February 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rubin Steven D

(Last) (First) (Middle)

OPKO HEALTH, INC., 4400 BISCAYNE BLVD.

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Opko Health, Inc. [OPK]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive VP-Administration

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2015		M		345,480	A	$ 0.6728	4,823,746	D	
Common Stock	01/31/2015		M		345,480	A	$ 0.8473	5,169,226	D	
Common Stock	01/31/2015		M		345,480	A	$ 1.0466	5,514,706	D	
Common Stock	01/31/2015		F		75,299 (1)	D	$ 11.777 (2)	5,439,407	D	
Common Stock	01/31/2015		M		22,125	A	$ 1.0466	15,512,671	I	See Footnote

									(3)
Common Stock	01/31/2015		M	22,124	A	$ 0.8473	15,534,795	I	See Footnote (3)
Common Stock	01/31/2015		M	22,124	A	$ 0.6728	15,556,919	I	See Footnote (3)
Common Stock	01/31/2015		M	4,000,000	A	$ 0.4984	19,556,919	I	See Footnote (3)
Common Stock	01/31/2015		M	648,700	A	$ 0.3854 (4)	20,205,619	I	See Footnote (3)
Common Stock	01/31/2015		M	81,085	A	$ 0.0019	20,286,704	I	See Footnote (3)
Common Stock	01/31/2015		F	174,119 (5)	D	$ 11.777 (2)	20,112,585	I	See Footnote (3)
Common Stock	01/31/2015		F	21,523 (6)	D	$ 11.616 (7)	20,091,062	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (Right to Buy)	$ 0.6728	01/31/2015		M			345,480	03/27/2007	03/27/2017	Common Stock	345,
Warrant (Right to Buy)	$ 0.8473	01/31/2015		M			345,480	03/27/2007	03/27/2017	Common Stock	345,

Warrant (Right to Buy)	$ 1.0466	01/31/2015		M	345,480	03/27/2007	03/27/2017	Common Stock	345,
Warrant (Right to Buy)	$ 0.4984	01/31/2015		M	4,000,000	03/27/2007	03/27/2017	Common Stock	4,000
Warrant (Right to Buy)	$ 0.0019	01/31/2015		M	81,085	03/27/2007	01/11/2017	Common Stock	81,0
Warrant (Right to Buy)	$ 38.54 (4)	01/31/2015		M	6,487	03/27/2007	01/11/2017	Common Stock	648,
Warrant (Right to Buy)	$ 0.6728	01/31/2015		M	22,124	03/27/2007	03/27/2017	Common Stock	22,1
Warrant (Right to Buy)	$ 0.8473	01/31/2015		M	22,124	03/27/2007	03/27/2017	Common Stock	22,1
Warrant (Right to Buy)	$ 1.0466	01/31/2015		M	22,125	03/27/2007	03/27/2017	Common Stock	22,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Steven D OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	X		Executive VP-Administration	

Signatures

Adam Logal, Attorney-in-Fact	02/02/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (961,141 shares).

(2) Average closing market price of the Company's common stock on the three days prior to the transaction date.

(3) These securities are owned directly by The Frost Group, LLC. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the

beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(4) Each of the 6,487 warrants is exercisable into 100 shares of common stock, resulting in a total of 648,700 shares of common stock. Table II reflects the exercise price of $38.54 per warrant and Table I reflects the corresponding price of $0.3854 per share of common stock.

(5) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (3,973,339 shares).

(6) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (627,177 shares).

(7) Average closing market price of the Company's common stock on the five days prior to the transaction date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.